MEETING OF
THE BOARD OF DIRECTORS OF
DOWNTOWN CHICO PBID, INC.

The Board of Directors of Downtown Chico PBID, Inc. held a meeting of the Board of Directors on February 12, 2025 at 411 Main Street, 3rd Floor Conference Area, Chico, California 95928.

The following directors, constituting a quorum, were present at the meeting:

1. Eric Hart
2. David Halimi
3. Chris Daniels
4. Jennifer Mackall
5. Anika Burke
6. Tom van

The following directors were absent:

1. Greg Scott
2.
3.

Eric Hart

Director ~~GREG SCOTT~~ acted as chair and secretary of the meeting.

1. The chair presented to the meeting a form of amended and restated bylaws that was considered and discussed. On motion duly made, seconded, and unanimously carried, the resolutions below were adopted:

RESOLVED, that the amended and restated bylaws presented and discussed at this meeting are adopted as the bylaws of the Corporation; and

RESOLVED FURTHER, that the secretary of this corporation is authorized and directed to execute a certificate of the adoption of those amended and restated bylaws, to insert those amended and restated bylaws as so certified in the minute book of this corporation, and to cause a copy of those amended and restated bylaws, as they may be amended from time to time, to be kept and maintained at the principal executive office of this corporation.

2. The chair announced that the number of directors would be established under Section 5.2 of the bylaws. On motion duly made, seconded, and unanimously carried, the following resolution was adopted:

RESOLVED, that the authorized number of directors of the Corporation shall be no less than five nor more than eleven with the exact authorized number of Directors to be determined by the Board from time to time.

3. At the meeting, the board of directors elected a president, a vice president, a treasurer, and a secretary. The following persons were duly nominated and elected to the offices indicated before their names to serve for 1 year or until their respective successors are duly elected and qualified, whichever occurs later:

Eric Hart	President
GREG SCOTT	Vice President
CHRIS DANIELS	Secretary
DAVID HALIMI	Treasurer

4. There being no further business to come before the meeting, the meeting was adjourned by the presiding officer.

CHRIS DANIELS, Secretary

BYLAWS OF
DOWNTOWN CHICO PBID, INC.

A California Nonprofit Mutual Benefit Corporation

ARTICLE 1 NAME

The name of this corporation shall be Downtown Chico PBID, Inc.

ARTICLE 2 OFFICES

Section 1 Principal Office.

The principal office for the transaction of the business of the corporation ("principal executive office") shall be located in the City of Chico, Butte County, California, within the boundaries of the Downtown Chico Property Based Improvement District. The Board of Directors may change the location of the principal executive office within those boundaries.

ARTICLE 3 OBJECTIVES AND PURPOSES

This Corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this Corporation is to engage in any lawful act or activity, other than credit union business, for which a corporation may be organized under such law.

In the context of the general purpose described above, the specific purposes of the Corporation shall be to promote the economic revitalization and physical maintenance of Downtown Chico, to include public safety, homeless outreach, maintenance, beautification and economic development for business retention and attraction, and otherwise administer and implement the Management District Plan.

A copy of the current map showing the geographic areas of Downtown Chico included in the assessment district is attached as Attachment A to these Bylaws and made a part hereof by this reference ("Boundary Map").

ARTICLE 4 MEMBERS

This corporation shall have no members within the meaning of the California Nonprofit Corporation Law, pursuant to Corporation Code §7332(a). As used therein, the term members shall refer to Directors.

ARTICLE 5 DIRECTORS

Section 1 Powers.

a. General Corporate Powers. Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws, the business and affairs of the corporation shall be managed, and all corporate powers shall be

exercised by, or under direction of, the Board of Directors.

b. Specific Powers. Without prejudice to these general powers, and subject to the same limitations, the Directors shall have the power to:

   i. Select and remove all Officers, agents, and employees of the corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws.

   ii. Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidence of debts and securities.

   iii. Enter into lawful contracts for the purposes and operations of the corporation.

Section 2 Number.

The corporation shall have no less than five (5) nor more than eleven (11) Directors. The exact number of Directors shall be fixed, within these limits by resolution adopted by the Board of Directors. Each Director shall have one vote. A reduction in the number of Directors shall not result in the removal of any Director before his or her term of office expires.

Subject to the foregoing provisions for changing the number of Directors, the following seats shall be allocated to the Board of directors:

a. No less than three-fourths (3/4) majority of the seats on the Board of Directors at all times shall be filled by Property Owner Directors (as defined below). Each property within the district boundaries, based upon legal status of ownership, is entitled to appoint only one representative to serve on the Board of Directors.

b. One director position shall be reserved for appointment by the City of Chico.

c. The balance of the seats shall be filled by Community at Large Directors as defined below.

   i. One Community at Large Director position shall be reserved for a representative of California State University, Chico.

Section 3 Qualifications.

Directors shall possess the following qualifications:

a. Property Owner Directors. Shall be owners of real property within the boundaries of the PBID who have made full payment of all PBID assessments due for the previous and current fiscal years, or the duly appointed authorized representative of such owner.

b. Community at Large Directors. Shall be persons who 1) own and operate a business located

on property within the boundaries of the PBID, or the duly appointed authorized representative of such owner and operator; 2) are community members who reside within the boundaries of the PBID; or 3) are individuals who do not reside or operate a business within the PBID boundaries but who show a high degree of interest and concern for the welfare of the PBID and who understand its connection to the community at large, and who the Board believes may assist the Corporation to fulfill its goals as a public benefit Corporation.

Section 4 Term.

Other than the initial 2025 directors named in Attachment B, each Director shall serve for a term of four years.

A Director shall not be elected to more than three consecutive four-year terms; provided, however, that after completion of three consecutive four-year terms in office, a Director may be reelected to the Board after a lapse of one year.

a. Initial 2025 Directors. The 2025 members of the Board of Directors are those named on Attachment B.

b. Election. The election of Directors shall take place at the Annual Meeting of the corporation. The next election shall be at the 2026 Annual Meeting. Procedures for election of Directors shall be determined by the Board of Directors. Not less than forty-five (45) days before the date set forth for the Annual meeting of the Directors, the President shall appoint at least two (2) Directors to serve with the President, as the Nominating Committee to solicit nominees for consideration for election as Directors. The names proposed by the Committee shall be presented to the Board at its Annual Meeting.

Section 5 Vacancies.

a. Events Causing Vacancy. A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of the following:

   i. The death, resignation, or removal of any Director;

   ii. The declaration by resolution of the Board of the Directors of a vacancy of the office of a Director who has been declared of unsound mind by order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under Section 5230 and following of the California Nonprofit Corporations Law;

   iii. The increase of the authorized number of Directors; or

   iv. The failure of a Director to attend three consecutive meetings and an affirmative vote of a majority of the remaining Directors to remove the absent Director.

b. Resignations. Except as provided in this paragraph, any Director may resign, which resignation shall be effective on giving written notice to the President, the Secretary, or the

Board of Directors unless a notice specifies a later time for the resignation to become effective. If the resignation of a Director is effective at a future time, the Board of Directors may elect a successor to take office as of the date when resignation becomes effective. No Director may resign when the corporation would then be left without a duly elected Director or Directors in charge of its affairs.

c. Removal. Any Director may be removed, with or without cause, by an affirmative two-thirds vote of the members of the entire Board of Directors at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting and the removal question are given as provided in Article VI (meetings article).

d. Filling Vacancies. Any vacancy occurring in the Board of Directors shall be filled by a majority vote of the remaining Directors, even if the majority of remaining Directors do not constitute a quorum. A Director elected to fill a vacancy in the Board of Directors shall serve for the duration of the unexpired term of his or her predecessor and until his or her successor is elected.

Section 5 Compensation and Reimbursement.

Directors shall serve as volunteers and shall not be compensated. Directors may be reimbursed for expenses, as the Board may establish by resolution to be just and reasonable to the corporation at the time that the resolution is adopted.

Section 6 Other Committees.

The Board of Directors may establish and appoint a nominating committee or other additional committees as it deems necessary. The Committee Chair must be a current member of the board.

Notice of committee meetings will be given in accordance with the Brown Act.

Minutes of each meeting shall be kept and shall be filed with the corporate records, and in accordance with the provisions of the California Public Records Act.

Section 7 Ethics Clause.

No benefits shall be given to a current Director, or their families, to avoid the appearance of impropriety. The assets of the nonprofit are entrusted to the board members, who have a legal and fiduciary duty to ensure that the nonprofit uses its assets to advance its public benefit mission.

Ethics includes a conflict-of-interest policy, which requires those with a conflict (or who think they may have a conflict) to disclose the conflict/potential conflict and prohibits interested Directors from voting on any matter in which there is a conflict.

Owning real property or a business within the boundaries of the District does not render a Director an interested person.

ARTICLE 6 MEETINGS

Section 1 Regular Meetings.

The Board of Directors shall meet not less often than quarterly on dates agreed upon by the Board and fixed at least annually by resolution of the Board.

All meetings of the Board of Directors shall meet in compliance with the Ralph M. Brown Act, California Government Code § 54950 et seq. (the "Brown Act"). Regular meetings shall be held at the Fred Davis Municipal Center unless otherwise noticed.

Notice of regular meetings shall be posted at least seventy-two hours prior to the meeting in a publicly accessible location and on the corporation's website, if any, in accordance with the requirements of the Brown Act. Each such notice shall state the general business to be transacted, and the day, time and place of the meeting.

Section 2 Annual Meeting.

The annual meeting of the corporation shall be held at such time in the fourth quarter of each year as the Board may fix from time to time by resolution.

At the annual meeting, Directors shall be elected, and other business may be transacted, subject to the provisions of these Bylaws.

Notice of the annual meeting shall be posted at least seven (7) days prior to the meetings in a publicly accessible location and on the corporation's website, if any, in accordance with the requirements of the Brown Act. Each notice shall state the general business to be transacted, and the day, time and place of the meeting.

Section 3 Special Meetings.

a. Authority to Call. Special meetings of the Board of Directors for any purpose may be called at any time by the President, the Secretary, or any two of the serving Directors.

b. Notice. Manner of Giving Notice. Written notice of special meetings shall be given to each Director at least 24 hours in advance and shall be consistent with the provisions of the Brown Act regarding special meetings. Notice of special meetings may be made by personal notice of any other means pursuant to Government Code §54956.

   All such notices shall be given or sent to the Director's address or telephone number as shown on the records of the corporation.

c. Notice Contents. The written notice shall state the time and place for the meeting and the business to be transacted at the meeting. No other business shall be transacted at the meeting.

Section 4 Telephonic Appearance.

Any Director may participate in a Regular, Special or Emergency Meeting by telephone conference, electronic video screen communication (i.e., zoom, skype), or similar communications

equipment, so as long as all Directors can hear and be heard by one another. Participating in the meeting by such means constitute presence at the meeting, and Directors so participating shall be counted as present for purposes of a quorum.

Section 5 Quorum.

A majority of the authorized number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors. Subject to the provisions of the California Nonprofit Corporation Law, especially those provisions relating to (i) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (ii) appointment of committees, and (iii) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

There shall be no voting by proxies or voting by absentia.

Section 6 Adjournment.

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

ARTICLE 7 OFFICERS

Section 1 Officers.

The Officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be appointed by the Board of Directors. Officers shall have powers and duties as specified herein and as may be additionally prescribed by the Board of Directors. Any number of offices, except those of President and Treasurer, may be held by the same person.

Section 2 Election of Officers.

The Officers of the corporation shall be chosen by the Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of any Officer under any contract of employment.

Section 3 Term.

All officers shall be elected for a term of one year or until they succeed themselves or their successors are elected.

Section 4 Removal of Officers.

Without prejudice to the rights of any officer under an employment contract, the Board may remove any officer with or without cause.

Section 5 Resignation of Officers.

Any Officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of that notice or any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the Officer is a party.

Section 6 Vacancies in Offices.

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointments to that office.

Section 7 Responsibilities of Officers.

i. President. The President shall preside at meetings of the Board of Directors and exercise and perform such other powers and duties as may be from time to time assigned to him by the Board of Directors or prescribed by the Bylaws.

ii. Vice President. The Vice President shall preside at meetings of the Board of Directors in the absence of the President, and exercise and perform such other powers and duties as may be from time assigned to him by the Board of Directors or prescribed by the Bylaws.

iii. Secretary. The Secretary shall have the following responsibilities:

    i. Book of Minutes.

    ii. The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a Book of Minutes of all meetings, proceedings, and actions of the Board, committees of the Board, and of any members' meetings. The minutes of the meetings shall include the time and place that the meeting was held; whether the meeting was annual, regular, or special; how authorized; the notice given; the names of the persons present at Board and committee meetings; and the number of members present or represented at members' meetings.

    iii. Database of Assessed Properties.

    iv. The Secretary shall keep, or cause to be kept, at the principal executive office, as determined by resolution of the Board of Directors, a complete database of assessed properties within the PBID, pursuant to the Management District Plan. Update the database at least once per year to reflect changed conditions and to reflect accurately the status of the assessed parcels. This annual update to be included with the Annual Report.

iv. Treasurer. The Treasurer shall have the following responsibilities:

    i. Books of Account.

    ii. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the

corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.

iii. Deposit and Disbursement of Money and Valuables.

iv. The Treasurer shall deposit all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors; shall disburse the funds of the corporation as may be ordered by the Board of Directors; shall render to the President and Directors, whenever they request it, an account of all his transactions as Treasurer and of the financial condition of the corporation; and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

v. Bond.

1. If required by the Board of Directors, the Treasurer shall give the corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of his office and for restoration to the corporation of all its books, papers, vouchers, money, and other property of every kind in his possession of under his control on his death, resignation, retirement, or removal from office.

ARTICLE 8 INDEMNIFICATION AND INSURANCE

Section 1 Non-Liability of Directors.

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation. The board shall at all times, carry a California state certified policy for Directors and Officers insurance in the name of the corporation.

Section 2 Indemnification of Directors.

The Corporation shall indemnify any person who was or is a party to any threatened, pending or completed civil lawsuit or proceeding, whether administrative, or investigative, including all appeals (other than an action brough by or on behalf of the Corporation) by reason of the fact that the person is or was acting as a director, officer, or employee of the corporation. Indemnification shall be against all expenses, including without limitation, attorneys' fees, court costs, expert witness fees, judgments, decrees, and fines actually paid by the person in settlement of any action, suit or proceedings provided that the Board of Directors shall first have determined, in its sole judgment, that the person acted in good faith and in a manner that he or she reasonably believed to be in the best interests of the Corporation. The termination of any action, suit or proceeding by judgment, order, or settlement shall not of itself create a presumption that the person did not act in good faith.

a. Gross Negligence or Misconduct. No indemnification shall be made for any claim, issue, or matter as to which the person is finally adjudged to be liable for gross negligence or intentional misconduct in the performance of his or her duties as director, officer, trustee, fiduciary or employee.

b. Indemnity for Successful Defense. In spite of any limitations set forth in subsections herein, to the extent that any person has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in those Sections that person shall be indemnified against all expenses actually and reasonably paid by him or her, including, without limitation, attorneys' fees, court costs, and expert witness fees.

c. Advancement of Expenses. Expenses incurred in defending a civil action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of the action, suit, or proceeding as authorized by the Board of Directors, on receipt by the Board of Directors of an undertaking by or on behalf of the director, officer, or employee involved to repay the expenses if it is ultimately determined that the person is not entitled to be indemnified by the Corporation as authorized in this Section.

d. Indemnification Not Exclusive. The indemnification provided under this Section shall not be deemed to be exclusive or any other rights to which any person indemnified may be entitled under any regulation, agreement, vote of The stockholders or disinterested directors, or otherwise. The indemnification provided under this Section shall be deemed exclusive of any other power to indemnify or right to indemnification that the Corporation or any person referred to in this Section may have or acquire. Indemnification shall continue and inure to the benefit of the heirs, executors, and administrators of any person entitled to indemnification under this Section.

Section 3 Liability Insurance.

The Corporation shall pay for and maintain in full force and affect all policies of insurance in accordance with the Management District Plan.

The Corporation may also purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or designated agent of the Corporation against any liability asserted against and incurred by that person whether or not the Corporation would have the power to indemnify that person under the provisions of these Bylaws.

Section 4 Fidelity Bond.

The Corporation shall furnish a fidelity bond to the City of Chico in accordance with the Management District Plan.

ARTICLE 9 RECORDS AND REPORTS

Section 1 Maintenance of Corporate Records.

The corporation shall maintain the following corporate records and except for records specifically exempted by law, such records shall be available for public review consistent with the provisions of the Brown Act:

a. Adequate and correct books and records of accounts;

b. Minutes in written form of the proceedings of the Board and committees of the Board;

c. A record of its members, if any, giving their names and addresses and the class of membership, if applicable, held by each; and

d. A copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

Section 2 Location of Corporate Records.

All such records shall be kept at the corporation's principal executive office.

Section 3 Public's Inspection Rights.

The City of Chico and owners of properties located within the boundaries of the District, and their duly appointed authorized representatives, shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind not otherwise exempted by law from public inspection.

For all purposes of these Bylaws, the term "duly appointed authorized representative" shall mean a person who presents to the Secretary or the President of the Corporation a written document identifying the owner of real property located within the boundaries of the District, the identity of the real property within the District owned by the owner, the identity of the representative being appointed, and the scope of the representative's authorization.

Section 4 Inspection by Directors.

Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation in each of its subsidiary corporations. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 5 Annual Report.

The PBID annual report will be prepared and submitted to the City of Chico by February 1st each year in accordance with the provisions of Streets and Highways Code Section 36650 and the PBID Management District Plan. The annual report will include the updated database of the status of assessed properties within the PBID.

Section 6 Construction and Definitions.

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the corporation and a natural person.

ARTICLE 10 FISCAL YEAR

The fiscal year of the corporation shall begin on the 1st day of January and end on the last of December in each year.

ARTICLE 11 AMENDMENTS

Subject to the limitations imposed by California Nonprofit Corporation Law, the Board of Directors may adopt, amend, or repeal the Bylaws by an affirmative majority vote of the Board of Directors at which a quorum is present. A copy of the proposed amendment or new bylaws shall be included in the notice of meeting given to each Director.

ARTICLE 12 LIMITATIONS

a. Assets. This Corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends of its members and is organized solely for nonprofit purposes. No part of the profits or net income of this Corporation shall ever inure to the benefit of any Director, officer or member thereof, or to any individual. Upon the dissolution or winding up of the Corporation, after payment of, or provision for payment of, all debts and liabilities of this Corporation, the remaining assets shall be transferred to a nonprofit fund, foundation or corporation, which has established its tax-exempt status under §501(c)(6) of the Internal Revenue Code.

b. Contracts with Directors and Officers. No Director of this Corporation nor any other corporation, firm, association or other entity in which one or more of this Corporation's Directors have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with this Corporation, unless (1) the material facts as to the transaction and such Director's interest are fully disclosed or known to other Directors and such contract or transaction is approved by the other Directors in good faith, with any interested Director not being entitled to vote thereon; or (2) the material facts regarding such Director's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and are noted in the minutes or are known to all Directors before consideration by the Board of Directors of such contract or transaction and such contract or transaction is authorized in good faith by a majority of the Board of Directors by a vote sufficient for that purpose without counting the vote of the interested Director.

c. Loans to Directors, Officers and Staff. This Corporation shall not lend any money or property to, or guarantee the obligation of any Director, officer or staff of the Corporation or of its parent, affiliate or subsidiary.

d. Nondiscrimination. The Corporation shall maintain a non-discriminatory policy as to participation in its programs, hiring of support staff, election of Directors, and in its dealings with any other person or business that might be associated with it in any manner.

e. Rules of Order. The rules contained in Robert's Rules of Order Newly Revised or as may be amended from time to time, shall govern the Corporation in all cases in which they are applicable, and in which they are not inconsistent with these Bylaws or the Articles of Incorporation.

f. Construction. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

CERTIFICATE OF SECRETARY

I, the undersigned, the duly elected Secretary of DOWNTOWN CHICO PBID, INC., a California nonprofit mutual benefit corporation, do hereby certify:

That the foregoing bylaws consisting of 12 pages were adopted as the Bylaws of the Corporation by the Directors of the Corporation on February 12, 2025, and the same do now constitute the Bylaws of said Corporation.

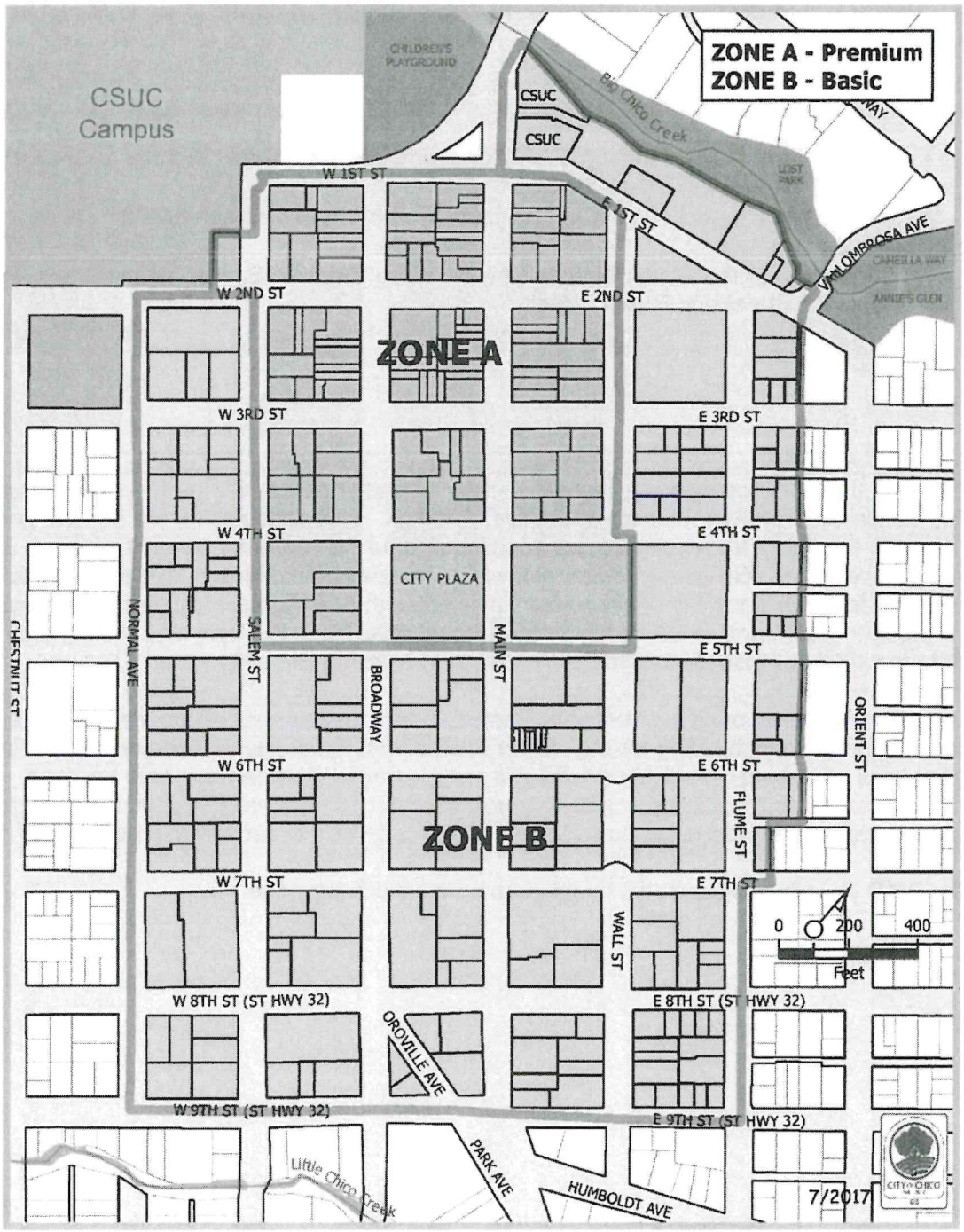
IN WITNESS WHEREOF, I have hereunto subscribed my name this 12th day of February, 2025.

Dated: 2/12/25

CHRIS DANIELS, Secretary

ATTACHMENT A
ASSESSMENT DISTRICT MAP

Downtown Chico PBID Boundaries



ATTACHMENT B

2025 BOARD OF DIRECTORS

Directors	Officers	Term Ends
~~Open~~	~~President~~	
Greg Scott	Vice President	2028
David Halimi	Treasurer	2026
Chris Daniels	Secretary	2026
Jennifer Mackall		2026
Anika Burke		2028
Eric Hart	President	2028
Tom van Overbeek	City of Chico Appointment	
Open	California State University, Chico Appointment	